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## UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional] Paul Rachmuth (212) 752-9700	
B. SEND ACKNOWLEDGMENT TO: (Name and Address)  Gersten Savage LLP 600 Lexington Avenue New York, NY 10022-6018, USA prachmuth@gerstensavage.com	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME <b>Sears, Roebuck and Co.</b>				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS <b>3333 Beverley Road</b>		CITY <b>Hoffman Estates</b>	STATE <b>IL</b>	POSTAL CODE <b>60179</b>
				COUNTRY <b>USA</b>

ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION <b>Corporation</b>	1f. JURISDICTION OF ORGANIZATION <b>New York</b>
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2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR				
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION
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3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME <b>Envisions LLC</b>				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS <b>529 5th Avenue</b>		CITY <b>New York</b>	STATE <b>NY</b>	POSTAL CODE <b>10017</b>
				COUNTRY <b>USA</b>

## 4. This FINANCING STATEMENT covers the following collateral:

All inventory, goods and merchandise heretofore or hereafter consigned by ENVISIONS LLC ("Consignor") to SEARS, ROEBUCK AND CO. ("Consignee") including, but not limited to diamonds, gemstones, diamond and silver, gold or platinum rings, earrings, bracelets, pendants and other precious and semiprecious jewelry and any other property or goods and bearing the Consignor's identifying mark or marks, and all labels, logos, names or marks, such as the "ENV" mark, affixed thereto for purposes of identifying the same or identifying the consignor, and all substitutions or replacements thereof and additions or accessions thereto, of whatever nature or kind and wherever located, whether now consigned or hereafter consigned by Consignor to Consignee, whether held or acquired by Consignee in its own name or in any other trade names and/or at any of Consignee's locations and all proceeds thereof.

5. ALTERNATIVE DESIGNATION (if applicable):		<input type="checkbox"/> LESSEE/LESSOR	<input checked="" type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)		7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)		<input type="checkbox"/> All Debtors		<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2
8. OPTIONAL FILER REFERENCE DATA <b>FILED WITH: NY - SECRETARY OF STATE</b>							

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